Information Analysis Centers (IACs)
Other Transaction Agreement for Energy

Industry Day

July 16, 2014

Mr. Christopher Zember

Director, DoD Information Analysis Centers

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DoD IACs Energy OTA Agenda

• 8:00 AM	• Registration
• 8:30 AM	• DoD IACs Overview
• 9:30 AM	• Government Technical Overview – Requirements Scope
• 10:00 AM	• Contracting Overview
• 10:30 AM	• Legal Overview
• 11:00 AM	• Open Floor Questions/Discussions
• 12:00 PM	• Break
• 1:00 PM	• Industry Break-off Sessions

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Introductions

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- **Mr. Lance P. Drennan**
  Agreements Officer

DoD IACs Overview

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The Facts Behind the IACs

ESSENTIAL RESOURCE

For over 65 years, the IACs have served as an essential resource to affordably access technical data and analysis in support of current operations.

SCOPE OF WORK

The IAC program is composed of over 7,000 scientists and engineers in 49 states. Through over 600 technical area tasks (TATs), IACs conduct nearly $2 billion annually in research, development, technical studies and analysis.

RESEARCH DATA AND ANALYSIS

Through the IACs, research data is collected, reused to answer recurring challenges, and analyzed to identify long term trends and provide recommendations to the community. More than six million technical documents were viewed or downloaded from IAC websites last year.

REALIGNED FOCUS

In 2008, the IAC program announced changes to our contract structure, in response to changes in legislation requiring enhanced competition. The ongoing effort to restructure the IACs will be completed by the summer of 2014, aligning to current priorities of the SecDef, including Better Buying Power.

"IACs serve as a proven resource for maximizing the value of each dollar the department spends."
– Pentagon spokeswoman

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IAC Approach

The IAC mission is to collect, analyze, synthesize, produce, and disseminate worldwide Scientific and Technical Information (STI).

The IAC approach moves from “data to decisions”.

- IAC Basic Centers of Operation (BCOs)
  - Collect technical information in areas of DoD interest (reports, technical data, etc.)
  - Analyze information to identify trends
  - Create information products that summarize key findings
  - Approach the above by establishing a **Community of Practice**
    - Create forums for exchanges of current information
    - Access “tacit knowledge” of technical experts (experiential knowledge not documented in formal reports) across government, industry and academia
- IAC Technical Area Tasks (TATs)
  - Task order contracts providing technical analysis
  - More than 600 on-going TATs support all three military services, OSD and civilian agencies, with more than 7,000 scientists and engineers performing this work
  - Draw on information collected by BCO to support operational decisions
  - Author technical reports, which are provided to the IAC BCO and made available across the Defense community through DTIC databases

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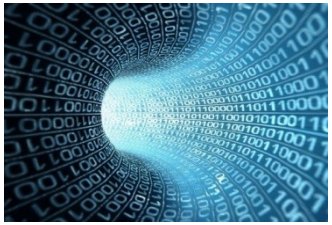
IAC Technical Scope

Aligning with SECDEF's Top Priorities



CSIAC
Cyber Security & Information Systems Information Analysis Center

DSIAC
Defense Systems Information Analysis Center

HDIAC
Homeland Defense & Security Information Analysis Center

SNIM

DSTAT

HDTAT

- **Software Data & Analysis**
- **Information Assurance (IA)**
- **Modeling & Simulation (M&S)**
- **Knowledge [illegible]agement & [illegible]rmation Sharing**

CSTAT

- **Weapons Systems**
- **Autonomous Systems**
- **Survivability & Vulnerability**
- **RMQSI**
- **Advanced Materials**
- **Military Sensing**
- **Energetics**
- **Directed Energy**
- **Non-lethal Weapons**

- **Homeland Defense & Security**
- **Critical Infrastructure Protection (CIP)**
- **Weapons of Mass Destruction (WMD)**
- **CBRN Defense**
- **Biometrics**
- **Medical**
- **Cultural Studies**
- **Alternative Energy**

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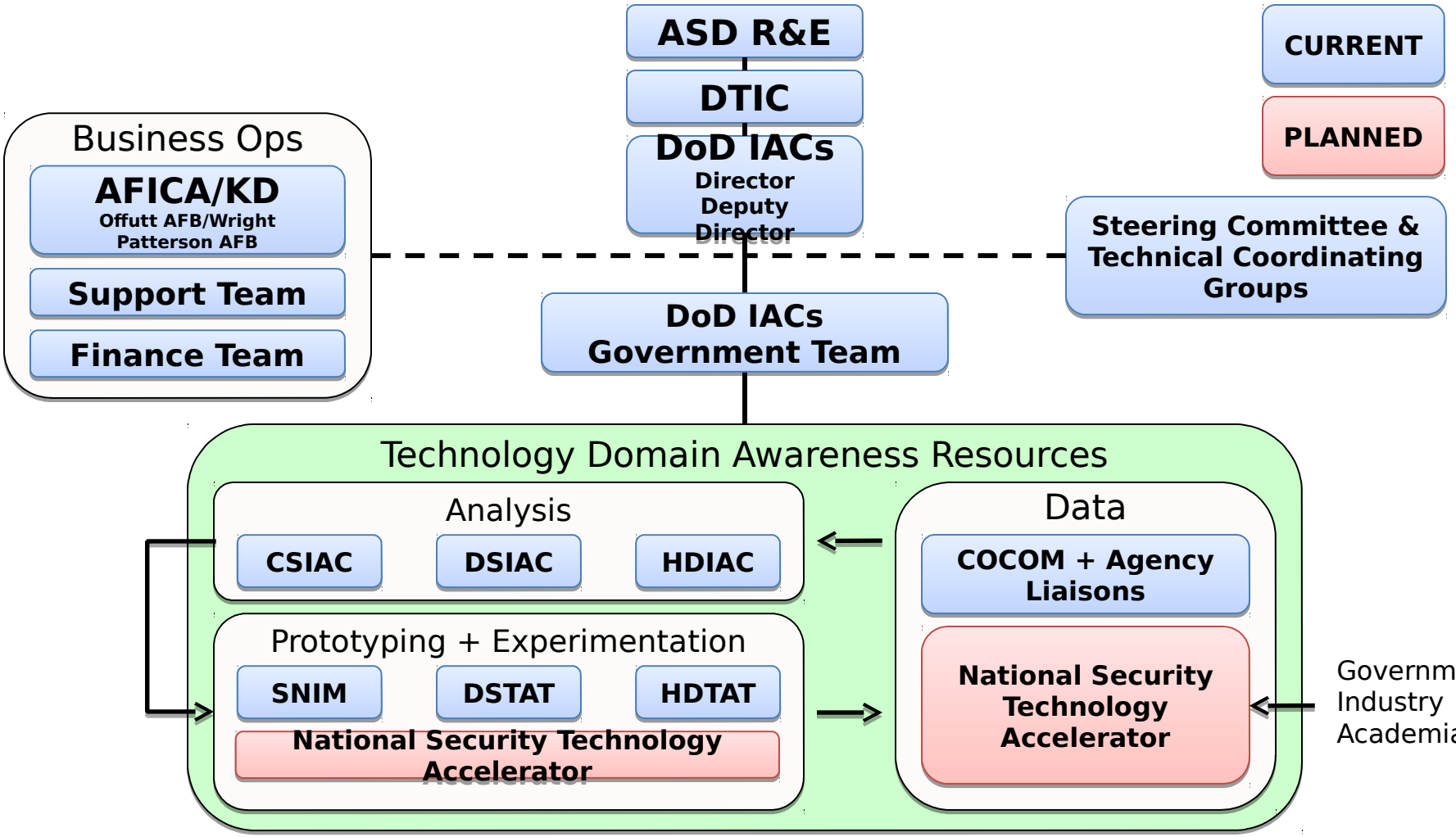
IACs Enterprise

Innovation from Analysis to Implementation



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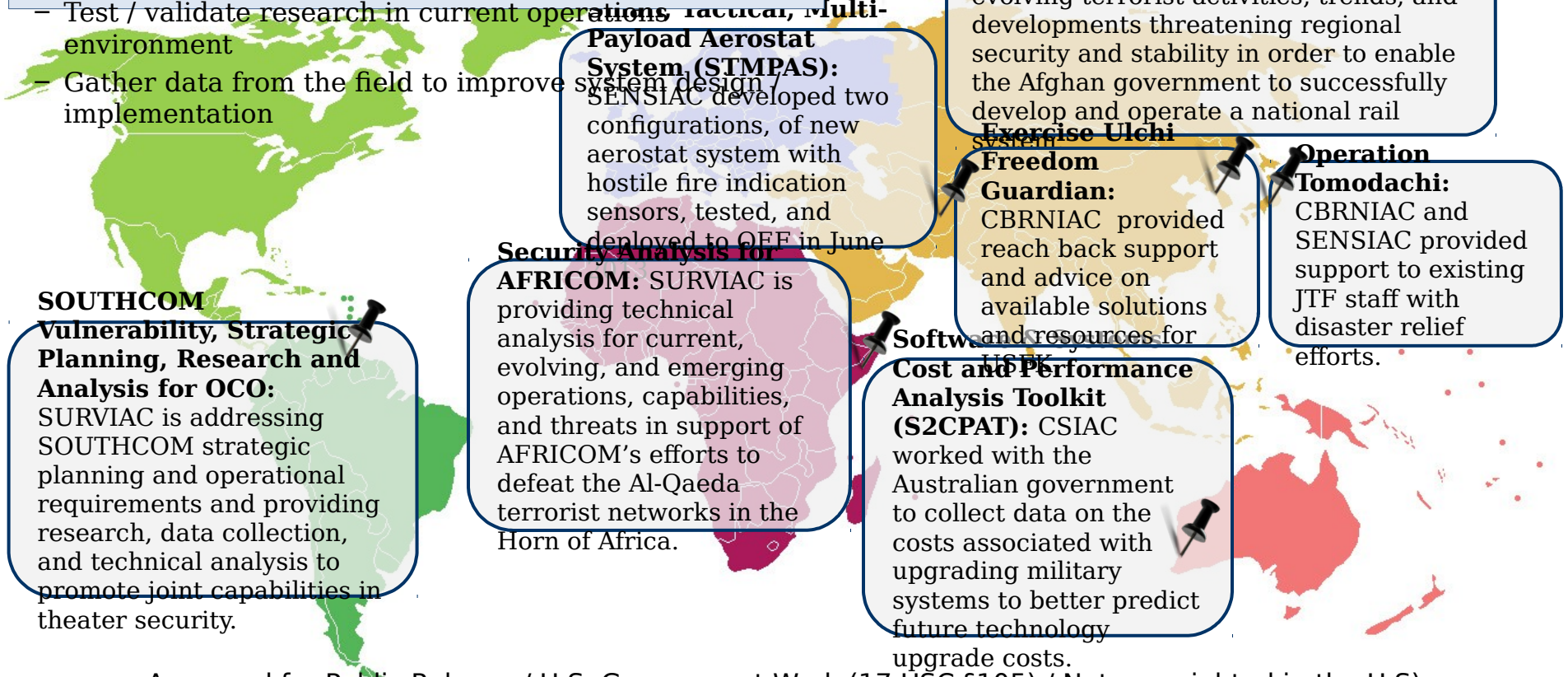
IACs Are Forward-Deployed

Bringing the "Think Tank" to the Battlespace

IACs bring research to the front lines, in order to:

- Ensure the latest research data is available to tactical operations
- Test / validate research in current operations environment
- Gather data from the field to improve system design / implementation



Aide to US/NATO: SURVIAC performed critical analysis to identify evolving terrorist activities, trends, and developments threatening regional security and stability in order to enable the Afghan government to successfully develop and operate a national rail system.

Tactical, Multi-Payload Aerostat System (STMPAS): SENSIAC developed two configurations, of new aerostat system with hostile fire indication sensors, tested, and deployed to OEF in June

Exercise Ulchi Freedom Guardian: CBRNIAC provided reach back support and advice on available solutions and resources for USFK.

Operation Tomodachi: CBRNIAC and SENSIAC provided support to existing JTF staff with disaster relief efforts.

Security Analysis for AFRICOM: SURVIAC is providing technical analysis for current, evolving, and emerging operations, capabilities, and threats in support of AFRICOM's efforts to defeat the Al-Qaeda terrorist networks in the Horn of Africa.

SOUTHCOM Vulnerability, Strategic Planning, Research and Analysis for OCO: SURVIAC is addressing SOUTHCOM strategic planning and operational requirements and providing research, data collection, and technical analysis to promote joint capabilities in theater security.

Software Cost and Performance Analysis Toolkit (S2CPAT): CSIAC worked with the Australian government to collect data on the costs associated with upgrading military systems to better predict future technology upgrade costs.

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The Defense Innovation Imperative

Addressing the Challenges of a Changing World

Geopolitical

Complexity

Rapidly Evolving Threats

Emerging Peer Competitors

Innovation

Asymmetries

Declining Budgets

Commercial Efficiencies

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The Innovation Imperative

Addressing the Challenges of a Changing World

Commercial market efficiencies

Innovation asymmetries

The democratization of high tech, the Law of Accelerating Returns, and social learning are letting a new generation of Information Age threats operate inside of the conventional defense innovation loop.

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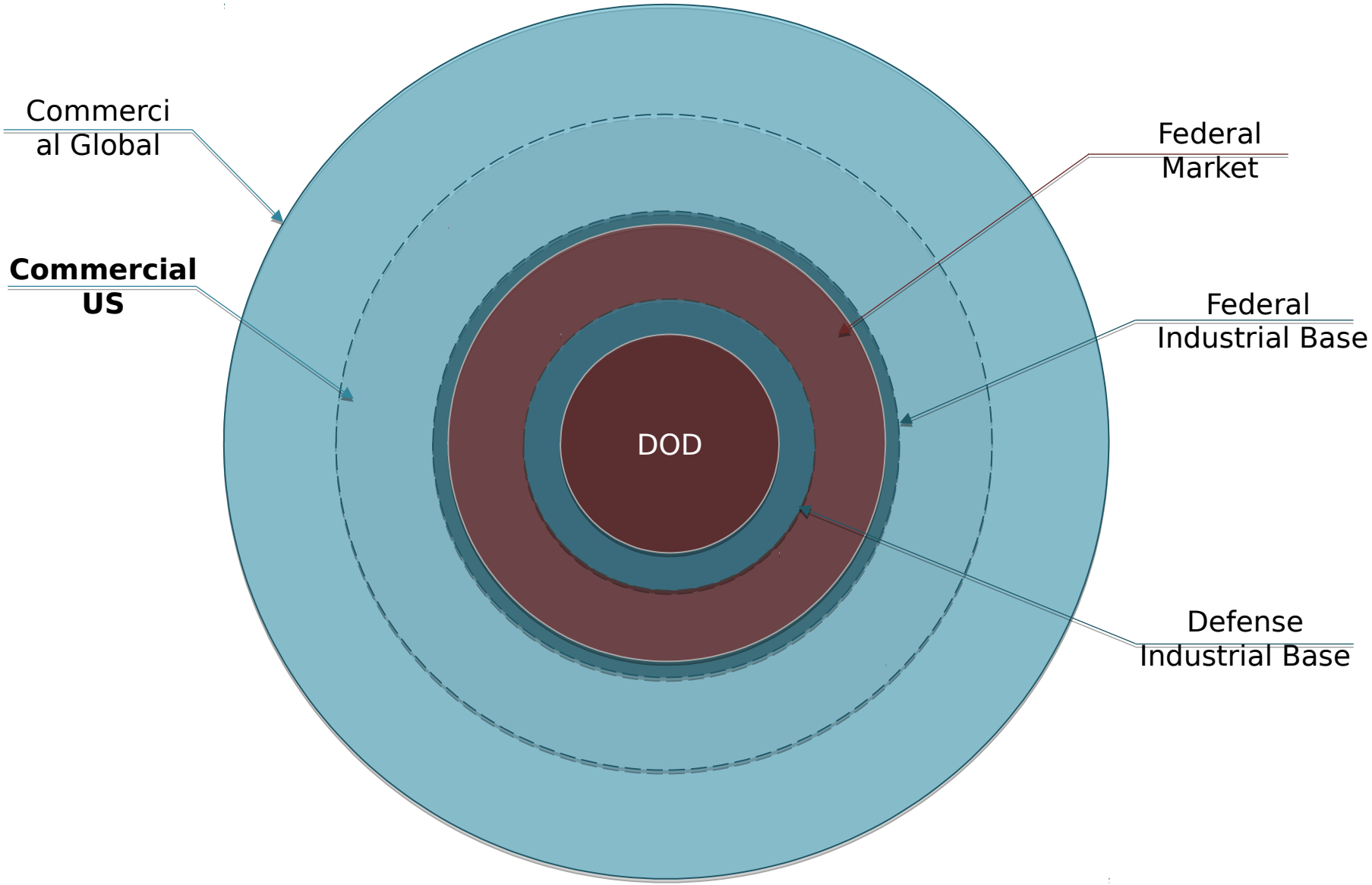

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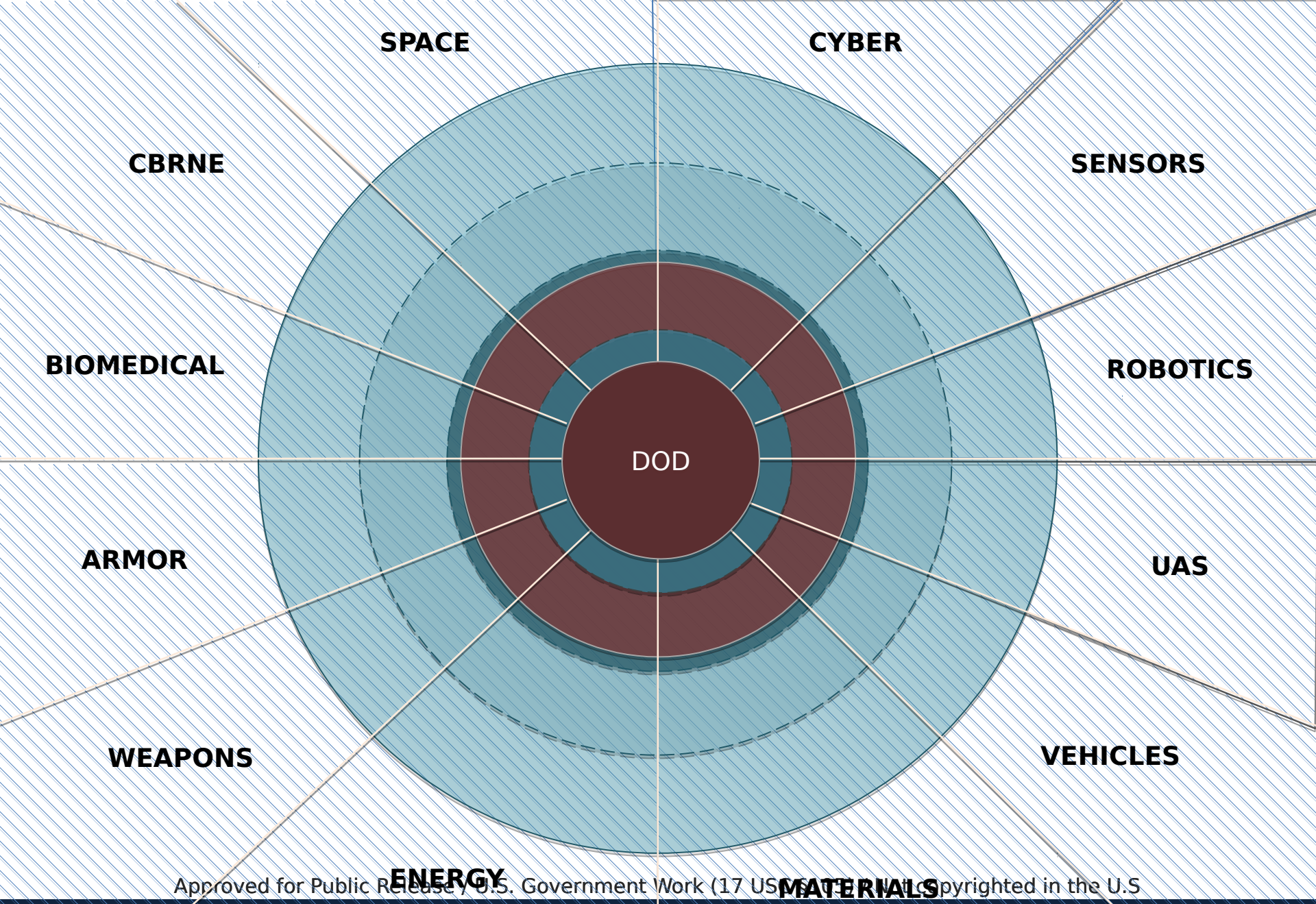

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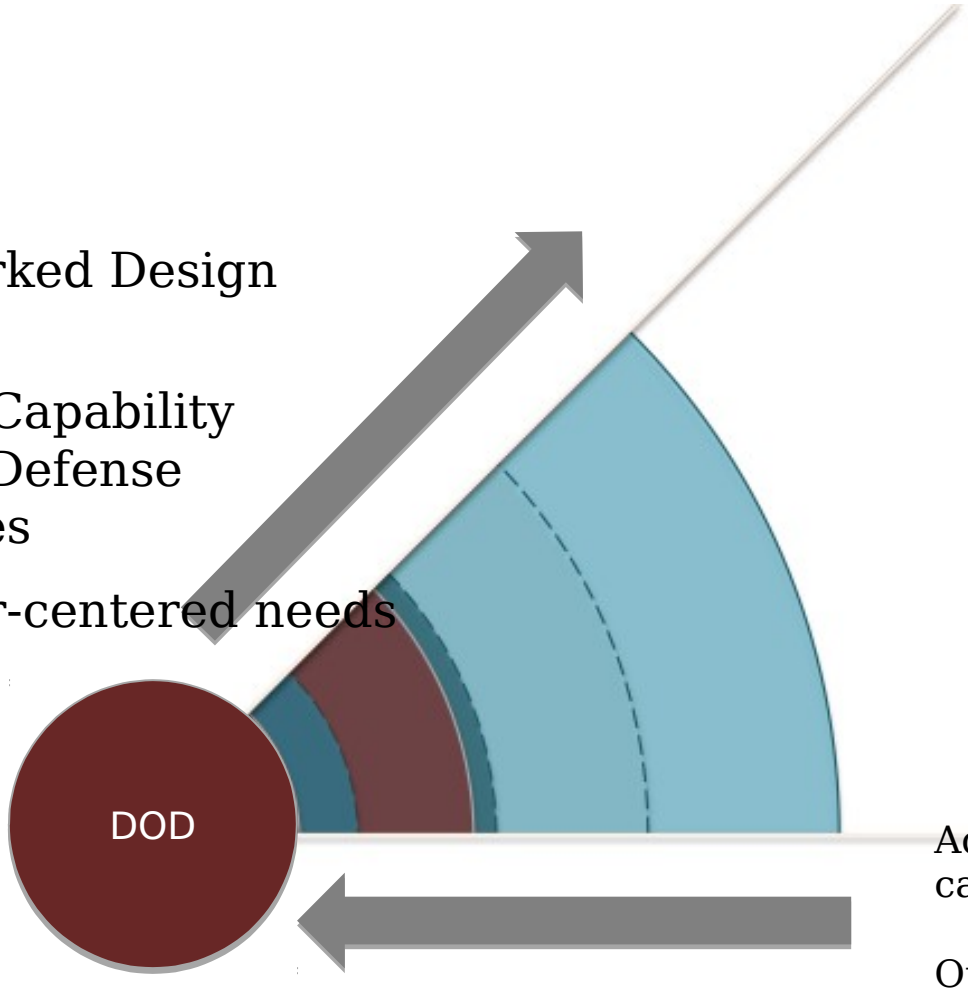
USG-Networked Design Challenges

Technology/Capability mapping to Defense Opportunities

Framed user-centered needs



Adaptable commercial capabilities

Optimal design solutions

Scale, capacity, and repeatability

Disruptive innovation

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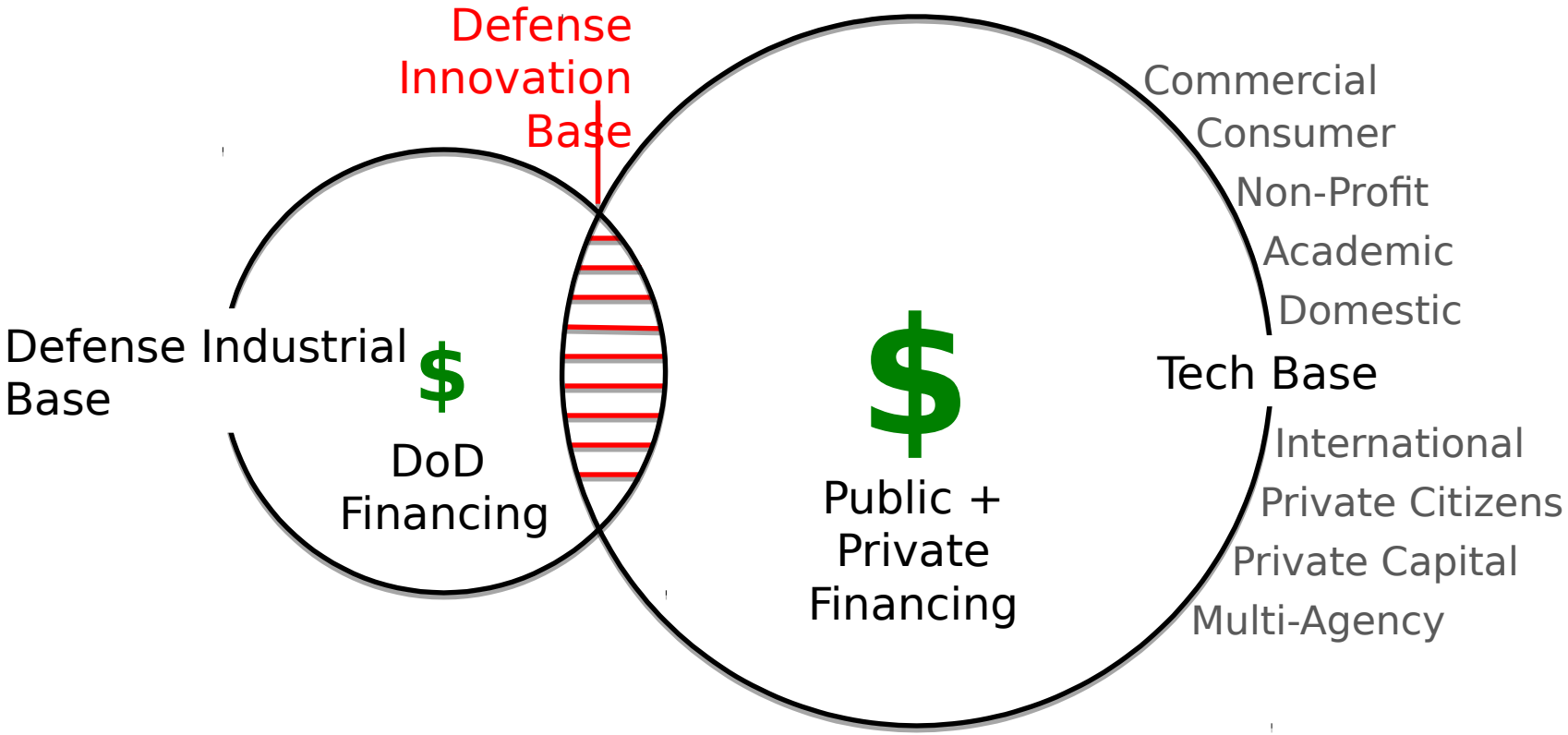
The Defense Innovation Base

Building an Extended Innovation Ecosystem



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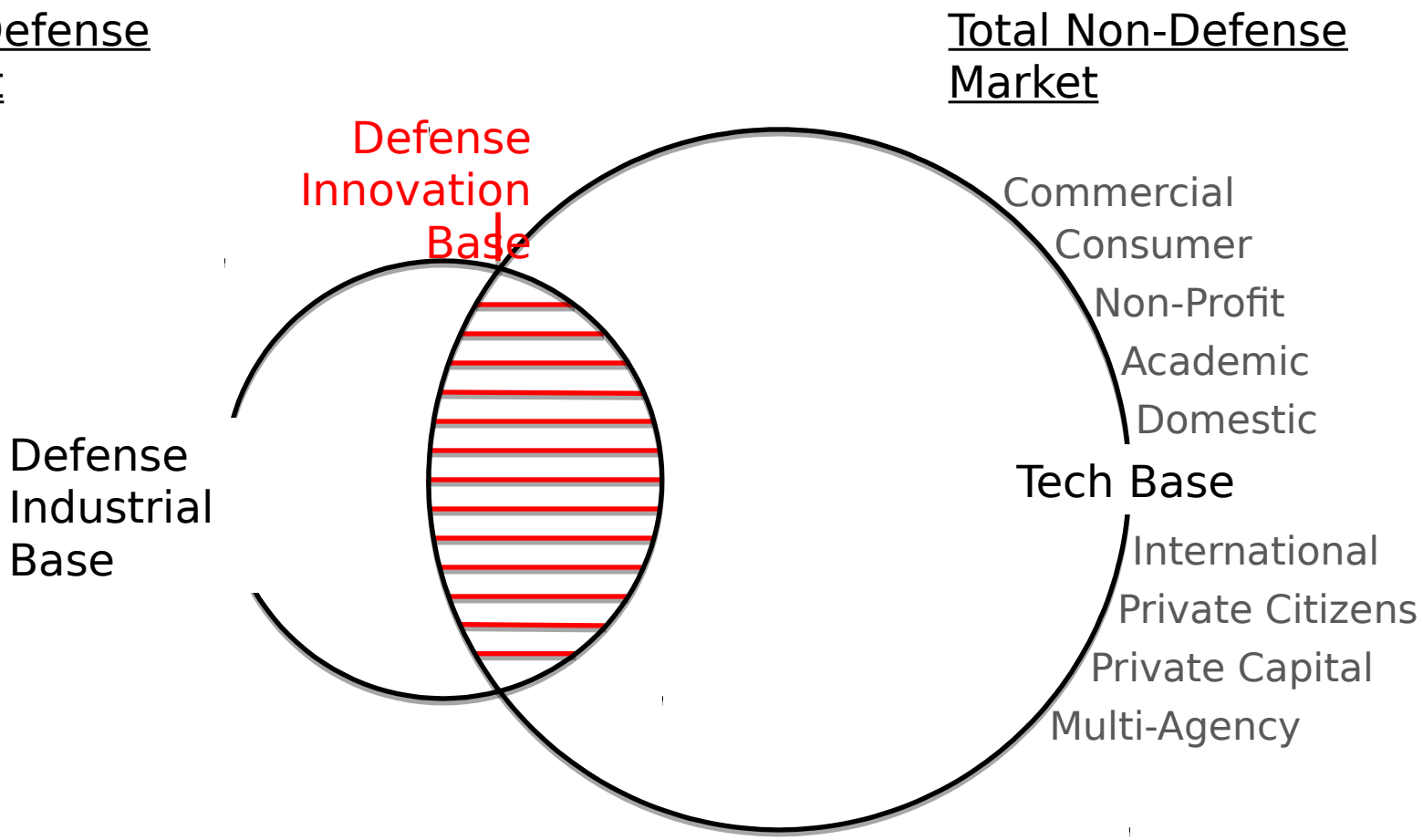
The Defense Innovation Base

Building an Extended Innovation Ecosystem



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Technology Domain Awareness

Prospecting Innovations for Defense

Technology domain awareness (TDA) is the effective understanding of the technology landscape as it relates to current and future defense capability needs.

The DoD IACs' TDA initiative is **DoD's focal point for harvesting innovations from the commercial and non-defense marketplace**, ensuring the development of better, cheaper, AND faster defense capabilities through **technology reuse** based on a foundation of:

1) Technology lessons learned;
2) Warfighter insights; and
3) Technology marketplace awareness

42 CFR CHAPTER 79—SCIENCE AND TECHNOLOGY POLICY, ORGANIZATION AND PRIORITIES

(b)(2) […] **it is recognized as a responsibility of the federal government not only to coordinate and unify its own science and technology information systems, but to facilitate the close coupling of institutional scientific research with commercial application of the useful findings of science.**

"We must now adapt, innovate and make difficult decisions to ensure that our military remains ready and capable—maintaining its technological edge over all potential adversaries."

—The Honorable Chuck Hagel, Secretary of Defense

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Technology Domain Awareness

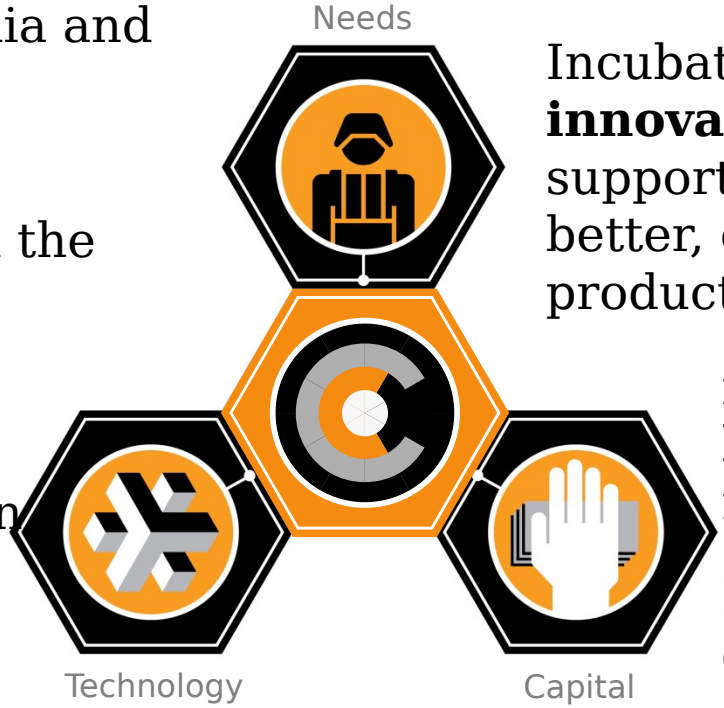
Prospecting Innovations for Defense

Creating **shared market awareness** between defense "consumers" and innovation "producers" in academia and industry.

Lowering barriers to entry for innovation in the defense market.

Aligning technology sources, uses and incentives to create an extended defense innovation ecosystem.

Channeling innovations derived from outside the traditional defense industrial base.



Incubating a **defense innovation base** that supports the development of better, cheaper AND faster products.

Developing an information-based **learning context** for rapid innovation.

Realizing **economic efficiencies** through co-investment.

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National Security Technology Accelerator

Synchronizing Commercial Tech with Defense Needs

IACs will issue Other Transaction Authority (OTA) vehicles to build a central defense innovation resource targeting “non-traditional” industry and academia.

OTAs will address four core product areas aligned with 17 DoD S&T priorities.

① Defense Systems
② Homeland Defense and Security
③ Energy
④ Cyber and Information Systems

The **National Security Technology Accelerator** will link capabilities across the four OTAs. The IACs and TechConnect will engage industry in the coming weeks to provide additional information on working with the

The **National Security Technology Accelerator** is the “business end” of TDA. It provides a range of services and funding opportunities to speed the flow of external innovations to defense.

① Secure facilities and clearance support
② Facilitated end-user engagement
③ Technology prospecting + marketing
④ Collaboration and co-development opps
⑤ Funding opportunities

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IACs Outreach

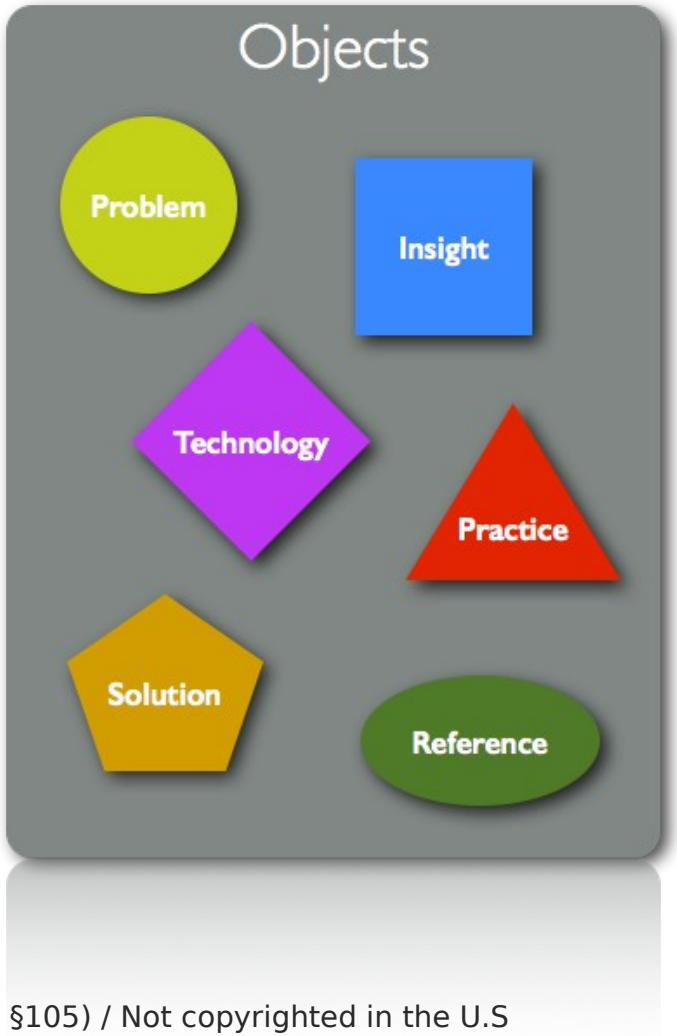
Aligning Sources and Uses of Innovation

Continuous monitoring of the DoD landscape for sources and uses of technology.

Embedded resources at the Combatant Commands to **rapidly identify emerging defense needs**.

Technology Domain Awareness:

- Facilitated online and offline
- **DoD-industry engagement**



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Example of Potential OTA Project*:

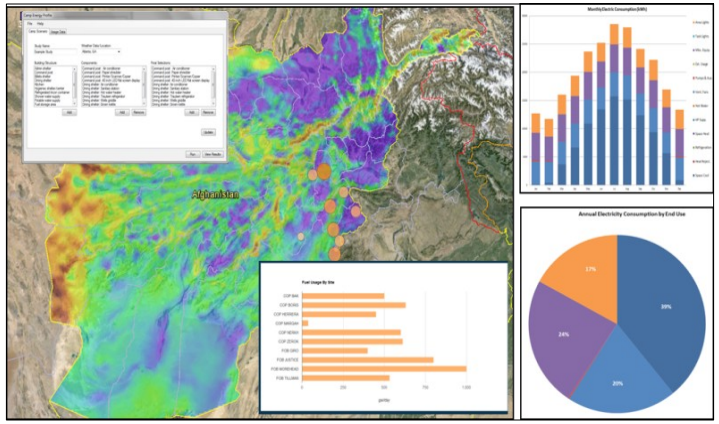
(*awarded as task order on IAC IDIQ contract)

Power for Tactical Edge Operations

Customer(s):
U.S. Army Rapid Equipping Force
U.S. Army RDECOM-CERDEC

Challenges:
Fuel resupply operations impose a heavy economic, logistics and force protection burden. Tactical operations require enhanced power generation, distribution, management and storage to mitigate these burdens.

Solutions:
Evaluated and validated commercially-derived hybrid power solutions. Developed and delivered innovative commercially-derived solutions such as thin, flexible, high efficiency solar technology and various light, mobile, soldier-worn power modules. Benefits at one installation site include **60% reduction in fuel consumption**, resulting in four fewer helicopter resupply missions per week.



Tactical Hybrid Power

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Government Technical Overview Requirements Scope

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Scope

Installation and Operational Energy Objectives:

Innovative technologies, processes, methods, facilities and capabilities are sought to identify, develop, test, provide access to, and improve technologies resident in universities, private and federal labs, incubators and industry that are focused on DoD installation and operational energy requirements related to weapons and weapons-systems. DoD seeks to maximize energy systems security, assurance, environmental quality (i.e., reduce adverse environmental impacts), and the use of non-fossil sources, while minimizing threats, cost, consumption, and energy-related logistical requirements.

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Scope

- The OTA will encompass (list not all-inclusive):
  - **Technology Development and Maturation**
  - **Performance Improvement**
  - **Standard Maturation and Evolution**
  - **Integration**
  - **Technology Transition Preparation**
- The OTA will not encompass:
  - **Policy Development**
  - **Operational Concept Development**
  - **TTP Development**
- Both US and foreign firms may be members of the Consortium
- All efforts must involve STI Re-Use and Technology Domain Awareness

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Examples of Potential Research Project Areas

- Enhancements that make use of engineered resilient systems, and advanced electronics to improve distributed generation, storage and smart grid systems, reducing human interface burdens and enhancing security and electronic protection features.

- Novel technologies for non-fossil fuel sources that will improve autonomy, reduce or eliminate waste and emissions and mitigate all environmental impacts.

- Novel ideas and technologies for service member power and energy power generation systems that are cost-effective, deployable, reduce consumption, facilitate the human interface, and reduce logistics requirements for storage.

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Contracting Overview

Briefing by Lance P. Drennan
Army Contracting Command – New Jersey, Agreements Officer,
Picatinny Arsenal, NJ

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Objective

Provide Acquisition and Operational Approach to Facilitate the Collaboration of Non-Traditional/Traditional Contractors and Academia in providing innovative energy technology solutions for the DoD IACs' requirements

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Conduct of Acquisition Operations

- OTA will be conducted in partnership/collaboration with a consortium comprised of non-traditional / traditional contractors and academia involved in various facets of energy technology
- Government will enter into OTA with **only one (1) Consortium** under this initiative
- Acquisition of requirements will be executed through the use of an OTA instrument
  - **Interfaces will be through the designated consortium entity exclusively**

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Conduct of Acquisition Operations (continued)

- Customers/requiring activities (RAs) submit their technical project requirements to DoD IACs office
- Govt requests Project White Papers
- Govt evaluates Project White Papers
- Govt Source Selection
- Govt & Consortium negotiate SOW and price for individual Project Initiative
- Initiatives Awarded

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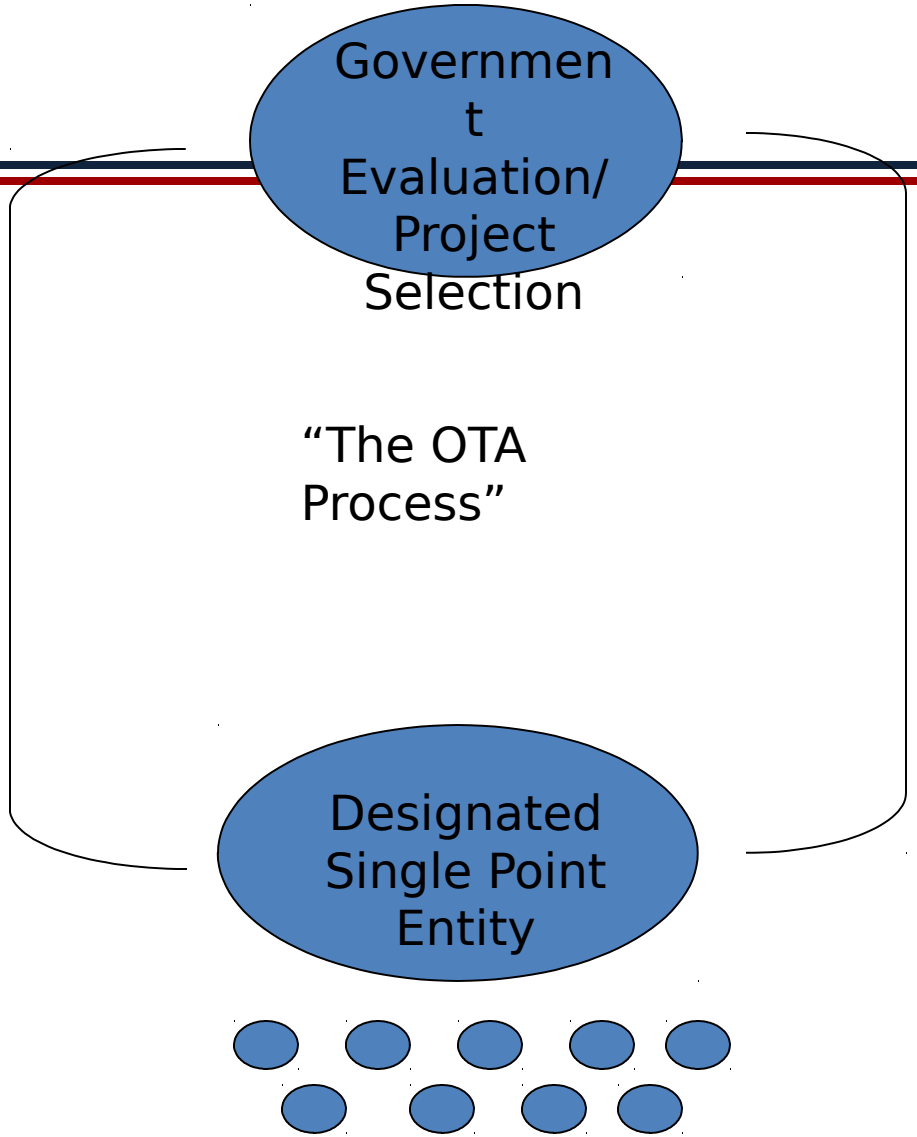
Government Evaluation/ Project Selection
Selected Projects funded and implemented under OTA
"The OTA Process"
Designated Single Point Entity
Consortium Members

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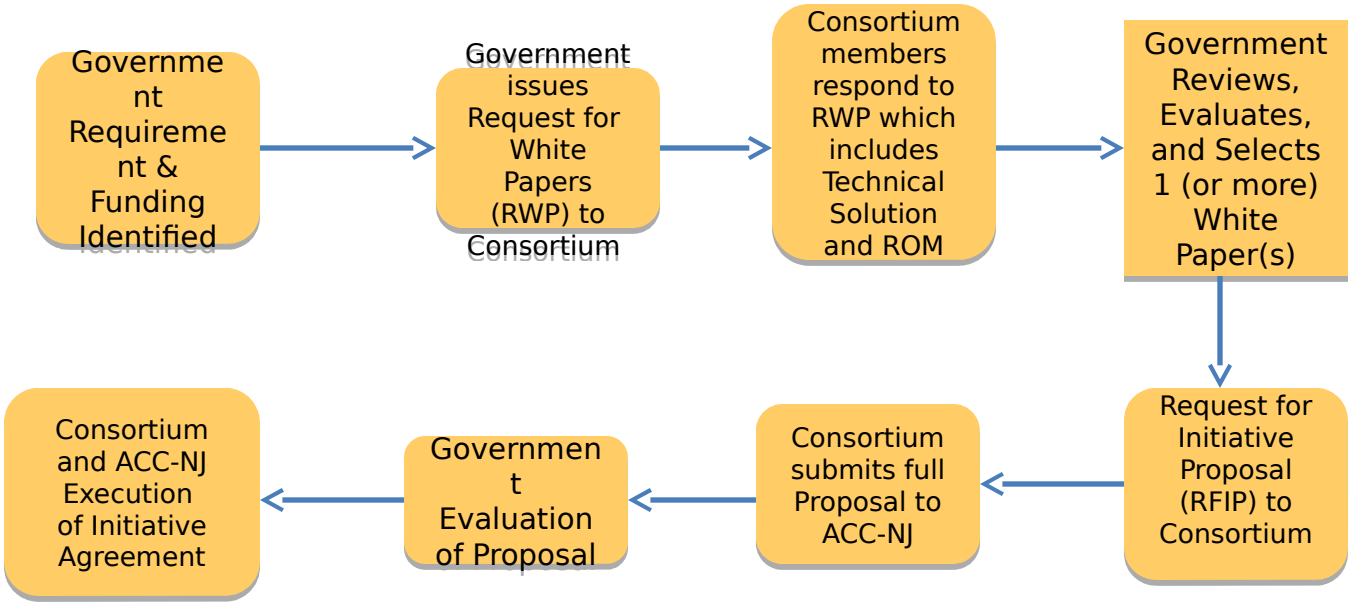
OTA Standard Operating Procedures


Government Requirement & Funding Identified
Government issues Request for White Papers (RWP) to Consortium
Consortium members respond to RWP which includes Technical Solution and ROM
Government Reviews, Evaluates, and Selects 1 (or more) White Paper(s)
Request for Initiative Proposal (RFIP) to Consortium
Consortium submits full Proposal to ACC-NJ
Government Evaluation of Proposal
Consortium and ACC-NJ Execution of Initiative Agreement

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Aggressive Timeline

- Proposed Milestone Schedule:
  - Submission of formal Letter of Intent – 15 August 2014
    - Identifies proposed membership and construct of Consortium
    - Allows conduct of advisory discussions with Government on Consortium Membership Agreement (CMA)
  - Submission of CMA to the Government for Review – 15 October 2014
  - CMA is in place – 31 October 2014
  - Other Transaction Agreement is Executed – 16 February 2015
- OTA will be for 3 years, with a ceiling of

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Conclusion

- All reference materials, slides, and documentation samples will be posted at the following address:

- FBO.gov Special Notice Link: W15QKN14Z2445 https://www.fbo.gov/index?s=opportunity&mode=form&tab=core&id=44b21d391bdaccc7edf4b33432201c36&_cview=0

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Legal Overview

Presented by
Denise C. Scott
Chief, RDECOM-ARDEC
Legal Office
Picatinny Arsenal, NJ

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Concept of Operations

- Companion OTA and CMA
  - Fully executed CMA first
  - Sole source OTA executed with consortium
- CMA governs dealings among industry/academia
  - USG is not a party to the CMA
  - CMA mirrors OTA but is separate instrument that also includes non-OTA terms and conditions
  - Membership is Consortium issue

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What is an Other Transaction (OT)?

- A legally binding instrument (contract)
- Defined by what it is NOT
  - Not **procurement** contract/grant/cooperative agree't
  - For performing basic, applied,advanced research and development (**Research OT**/10 USC 2371) OR
  - For prototype projects that are directly relevant to weapons or weapon systems proposed to be acquired or developed by the DoD **(Prototype OT/Section 845 OT)**

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Other Transactions (OTs) Prototype Projects

- Authority: Section 845 of National Defense Authorization Act of 1994(PL 103-160), as amended by Section 804 of 1997 National Defense Authorization Act (PL104-201)
- Must be at least one nontraditional defense contractor participating to a significant extent **OR**
- Mandatory One Third Cost Sharing for Traditional Defense Contractor
  - may be waived by senior procurement executive for the agency if exceptional circumstances justify the use of a transaction that provides for innovative business arrangements or structures that would not be feasible or appropriate under a procurement contract.
- Section 845 Other Transaction Guide for Prototype Projects
  - Under Secretary of Defense for Acquisition, Logistics & Technology, 21 December 2000

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Definition of Non-Traditional Contractor

- Is a business unit that has not, for a period of at least one year prior to the date of the OT agreement, entered into or performed on:
  - (1) any **procurement contract** that is subject to full coverage under the cost accounting standards
  - (2) any **FAR based procurement contract** in excess of $500,000

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Significant Participation of a Non-Traditional

- Supplying new key technology or products
- Accomplishing a significant amount of the effort
- Causing a material reduction in the cost or schedule or increase in performance.

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Other Transactions (OTs)

- What does not apply?
  - Competition in Contracting Act
  - Bayh-Dole & Rights in Technical Data
  - Truth in Negotiations Act
  - Contract Disputes Act
  - Procurement Protest System
  - Procurement Integrity Act
  - Grants and Agreements Regs (DODGARS)
  - See DOD Prototype Guide, Appendix 1

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What Does an OT Do For You?

- Relief from FAR and supplemental regulations
  - FAR, DFAR, AFAR not applicable
- Flexibility to use “best practices”
  - Costs reasonable
  - Schedule & requirements enforceable
    - Payment arrangement promote on time performance
- Competition only to maximum extent practicable (CICA not applicable)

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What Does an OT Do For You?

- Negotiable/Flexible
  - Don’t feel constrained by previous USG contract practices and conventions.
  - Changes
    - No automatic unilateral changes or equitable adjustment
  - Termination
    - No automatic Termination for Convenience or Default
  - Flexible payment provisions (**payable milestones**)
  - Intellectual Property negotiable

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What Does an OT Do For You?

- Costs
  - No mandatory cost accounting standards/reporting
  - No certified cost and pricing data
  - Commercial standards
  - No DCAA oversight
- Management Structure
  - Prime/sub relationship not required (teaming)
  - Subcontracting
    - No mandatory clause flowdowns

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Payable Milestones

- Proposed by you to fit your approach
  - Observable technical achievements or events
  - Recognition of completion by USG Tech/PM
- Cost share may be different milestone to milestone
- Two Types
  - Firm Fixed Price
    - Not adjusted for actual costs
  - Cost Reimbursable
    - Adjusted for actual costs
    - Need accounting system that accumulates and reports costs consistently within the appropriate business unit.

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Cost Sharing Defined

- Resources expended by the award recipients on the proposed project SOW and subject to the direction of the project management Costs a reasonable person would incur (necessary to) carrying out project SOW.
- Cost Sharing does NOT involve Funds Directly to USG
- Two Types of Cost Sharing
  - **Cash**: Outlays of funds to perform the OT project
    - Includes labor, materials, new equipment, subcontractor effort
    - Sources include **new IR&D funds**, profit or fee from another contract, overhead or capital equipment expense pool
  - **In-Kind**: Reasonable value of equipment, materials or other property used in

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Cost Sharing (cont.)

- IR&D funds can be utilized as cost sharing
  - **New** IR&D funds offered to be spent on the project SOW and subject to the direction of the project management.
  - Parallel research that might be related to the project but will not be part of the SOW or subject to the direction of the project management is **NOT** considered cost share.
  - Will not count cost of prior research as cost share.

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Cost Sharing (cont.)

- Cost share may be different among partners
- Cost share may be different milestone to milestone
- Need some financial reporting that provides appropriate visibility into expenditures of USG v. private funds
- Agreement may provide for adjustment of investments if the other party is not able to make its required investment. Trigger and procedures for adjustment is negotiable.

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Cost Sharing (cont.)

- What is NOT Acceptable Cost Share
  - Sunk costs or costs incurred prior to project
  - Foregone fees, profits, G&A.
  - Bid and Proposal costs.
  - Value claimed for existing intellectual property
  - Parallel or prior research.
  - Cash or in-kind whose availability is not clearly and convincingly demonstrated
- Burden of proof on proposer

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OT Limitations

- Criminal Law (False claims/statements) applies
- Federal Fiscal Law applies
- Comp Gen access to records required
- Laws of general applicability (e.g., Title VI, Civil Rights Act)
- No supporting regime of commercial law
  - no UCC to fill in gaps
  - freedom of contract/ no regulatory framework

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Consortium Member Agreement (CMA)

- A set of rules and procedures which govern the activities and relationships of the industry participants to the Agreement.
  - Allocates risks, responsibilities, rewards
  - Establishes and maintains relationship
  - Single entry point- Someone Firmly in charge/ focus for USG
- Not part of the OT Agreement
  - Referenced in the OT
  - USG not a member or signatory

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CMA

- Elements of Successful Consortia
  - Survey of 455 CEOs of Electronics Companies
  - Most Essential & Important factors Identified
    - **Partner Selection**
    - **Senior Management Involvement/commitment**
    - Clearly understood rules
    - Communication among partners
    - Clearly defined objectives
    - Someone firmly in charge who is the focus for USG
    - USG should facilitate the relationship through Industry Day and Draft Solicitation

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CMA Best Practices in Terms & Conditions

- Management Committee Established
  - Empowered to determine ALL issues on behalf of consortium
    - Policy, business, financial, legal, technical
  - Empowered to represent the consortium in transacting business with the USG
  - Voting members from each party attends
    - USG party may attend
    - Others attend with permission of committee

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CMA Best Practices in Terms & Conditions

- Management Committee (cont'd)
  - Majority Rule NOT Unanimous vote
    - Simple Majority for some issues
    - Larger majority for stated significant issues
    - Establish a Quorum rule
    - Decide if different members have different voting rights (or none at all) based on contributions to effort

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CMA Best Practices in Terms & Conditions

- Establish Membership Process
  - Procedure to admit new members
  - Procedure to terminate membership
    - Voluntarily at request of party
    - Involuntary termination for cause (breach)
    - Funding distribution upon exit
    - Disposition of intellectual property upon exit
- Establish Publication Guidelines
- Establish Dispute Resolution Process

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CMA Consortium Intellectual Property

- How will rights in Consortium Intellectual Property be assigned, divided and licensed?
- How will proprietary information be handled?
  - Separate “Proprietary Information Exchange Agreement” to protect proprietary data
  - Process for publishing data
- How will Patents be handled?
  - Reporting of inventions, prosecution, maintenance, joint patents

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Lessons Learned

- Not a grant type effort
- Binding contract that needs clear terms and conditions
- Remember the constraints you do not have
- It works if all members stay involved

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Open Floor Questions and Discussions

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